

PTL ENTERPRISES LIMITED

Website: www.ptlenterprise.com

E.mail: investors@ptlenterprise.com

CIN - L25111KL1959PLC009300

Dated: 31.07.2024

Mr. Ranganayakulu Jagarlamudi
Director,
D1/31, Karmakshetra Seva Samithi Nagar
Sion Koliwada, Mumbai- 400037.

Dear Sir,

Sub: Appointment as an Independent Director of PTL Enterprises Ltd. (the "Company")

On behalf of the Board of Directors of the Company, I am pleased to inform you that the Shareholders of the Company at the Annual General Meeting of the Company held on Wednesday, July 24, 2024 approved your appointment as an Independent Director of the Company to hold office for a second term of five consecutive years, commencing from 7th February, 2024 till 6th February, 2029 (both days inclusive).

Appointment

1. In compliance with the provisions of section 149(13) of the Companies Act, 2013 and rules framed thereunder (the "Companies Act"), your Directorship will not be subject to retirement by rotation.
2. The appointment will be subject to applicable laws including the Companies Act, other applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosures Requirements) RegulationFs, 2015 (Listing Regulations) and the Company's Articles of Association.
3. In the event you propose to resign as an Independent Director of the Company, request you to give the Company reasonable notice of your intention to resign so that the Company can plan for succession of skills and experience on the Board. In addition, the appointment may be terminated in accordance with the provisions of the Articles of Association of the Company or applicable laws including on failure to meet the parameters of independence as defined in section 149(6) or on the occurrence of any event as defined in section 167 of the Companies Act. Upon such termination or resignation for any reason, you shall not be entitled to any damages for loss of office and no fee will be payable to you in respect of any unexpired portion of the term of the appointment.
4. You will be identified as an Independent Director in the Annual Report and other documentation.

Corporate Office : C/o Apollo Tyres Limited, Apollo House, 7, Institutional Area, Sector -32, Gurugram -122001 (Haryana)

Tel.: (0124) - 2383002, 2383003, Fax : (0124) - 2383021, 2383017

Registered Office : 3rd Floor, Areekal Mansion, Near Manorama Junction, Panampilly Nagar, Kochi - 682036

Tel.: (0484) - 4012046, 4012047, (Fax) : (0484) - 4012048

Committee Membership

5. Presently the Company has the following Board Committees which have been constituted / re-constituted in terms of the decisions at previous Board Meetings:
 - (a) Audit Committee
 - (b) Nomination and Remuneration Committee
 - (c) Stakeholder Relationship Committee
 - (d) Corporate Social Responsibility Committee
 - (e) Risk Management Committee
 - (f) Business Responsibility Committee
 - (g) Committee of Directors (Investments/Loans)
6. The Board of Directors may invite you to join any one or more of the Committees as mentioned above as a Member or Chairman/ Chairperson of such Committee(s) of the Board. The Board may also invite you to join any other Committee which the Board may constitute in the future. Your appointment as a Member/ Chairman/ Chairperson of any Committee of the Board, whether existing or in the future shall be subject to the applicable regulations and laws under the Companies Act and / or Listing Regulations.
7. As an Independent Director you will participate in the meeting of the Independent Directors separately without the presence of Non-Independent Directors and Members of the Management.
8. As per Listing Regulations, you shall not serve as Independent Director in more than 7 Listed Companies. Further if you are serving as a Whole-time Director in any listed Company , you shall not serve as an Independent Director in more than 3 listed Companies.

Status of appointment

9. You will not be an employee of the Company and this letter shall not constitute a contract of employment.
10. In compliance with the Companies Act, 2013 you will not be entitled to any stock option offered by the company.

Time Commitment and expectation from the board

11. As an Independent Director on the Board you are expected to bring independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, risk management and ensuring the highest standards of financial probity and corporate governance.

12. Generally, in a particular financial year, the Board meets 4 times – once in each quarter. The Audit Committee also meets at least 4 times in a year along with the Board Meetings. The General Meeting is held in Kerala or through Video Conferencing (VC) and the Board Meetings and Committee Meetings are generally held at Corporate Office in Gurgaon or through Video Conferencing (VC). The Committee meetings are generally scheduled before the Board Meetings. However, the Committees can meet as and when necessary in terms of the respective Charter of each Committee. You are expected to attend each and every Board Meeting, Committee Meeting (if you are a Member) and the AGM of the Company during your tenure as an Independent Director on the Board. The schedule of meetings shall be fixed and confirmed at the last Board Meeting held in each financial year for the meetings to be held in the subsequent financial year. The Schedule of Meetings shall be communicated to you well in advance including any change in day, date, time and venue thereof to make it convenient for you to attend the meetings.
13. By accepting the Appointment, you confirm that you are able to allocate sufficient time to meet the expectation from you by the Board and you will be able to discharge your roles and responsibilities to the satisfaction of the Board.

Role and Functions

14. As an Independent Director on the Board your role, functions and duties shall be governed by the applicable provisions of the Companies Act and the Listing Regulations. For your ready reference, relevant provisions of the Companies Act are provided separately and are collectively marked as **Annexure 1** and attached herewith.

Liability

15. Your position as an Independent Director will also include the accompanying liabilities/ duties which are associated with such position as set out under Section 166 of the Companies Act and other relevant provisions of the Companies Act.

Training

16. To keep you updated , the Company shall provide you suitable training to familiarize you with the Company, your role, duties, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc.

Fees and Expenses

17. You will be paid a sitting fee of Rs.50,000/- (Rupee Fifty Thousand only) or as may be amended from time to time, for the meeting of Board of Directors and 20,000/- (Rupee Twenty Thousand only) or as may be amended from time to time, for its committees as may be approved by the Board and the Shareholders, if required. We will also reimburse your travel & incidental expenses incurred, if any.

Conflict of interest / Disclosure of interest

18. The Company acknowledges that being an Independent Director on the Board of the Company you may have business interest other than that of the Company. As a condition of your appointment commencing from 7th February, 2024 you will be required to disclose your other directorship, appointments, interest, etc. to the Board in writing in the prescribed format and also keep the Board informed about changes, if any, immediately after the change is made effective
19. As an Independent Director, you will be liable to disclose your interest in any contracts or arrangements with any company, firm, association or individual where you are interested as a Director or a relative or partner or in any other capacity. Such disclosure is necessary to ensure that the Company complies with applicable provisions of Companies Act and the Listing Regulations. In addition to the above, you are required to disclose to the Board of Directors your appointment, removal or cessations as Director in other companies. You are also required to disclose your Committee Membership in other companies.
20. You will be required to maintain your Directorship, Committee Membership, Chairmanship of other companies within the maximum permissible limit under the Companies Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. You will also be required to submit your Annual Declarations in the prescribed format of the Companies Act to the Board of Directors of the Company so that the same can form part of the Board Meeting Minutes. The Company Secretary of the Company shall assist you for this purpose.

Code of Conduct

21. During the appointment, you will be required to comply with any relevant regulations as may be issued by SEBI, including any model code of conduct for Directors of listed companies and Schedule IV of Companies Act and such other requirements as the Board of Directors may from time to time specify.

Confidentiality

22. Upon accepting this appointment, you will need to apply the highest standards of confidentiality and not disclose to any person or company (whether during the course of the appointment or at any time after its termination) any confidential information concerning the Company and any Group Companies with which you come into contact with by virtue of your position as an Independent Director of the Company.
23. Your attention is drawn to the statutory requirements as to the disclosure of price-sensitive information. Consequently, please avoid making any statements that might risk a breach of these requirements without prior clearance from the Company.

24. On termination of the appointment, you will need to deliver to the Company, all books, documents, papers and other property of or relating to the business of the Company which are in your possession, custody or power by virtue of your position as an Independent Director of the Company.

Performance Review Process

25. As required under the Companies Act, 2013, your performance evaluation shall be done by the entire Board of Directors, excluding you and on the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

General

26. This letter shall be open for inspection at the registered office of the Company by any member during normal business hours. Further, your terms and conditions of appointment shall also be posted on the Company's website.
27. This letter is governed by the laws of India and any dispute arising out of this appointment shall be subject to the exclusive jurisdiction of the Courts of India.
28. Please confirm your agreement to the above by signing and returning to me the enclosed duplicate of this letter.

Thanking you,

Yours sincerely,
For PTL Enterprises Ltd.

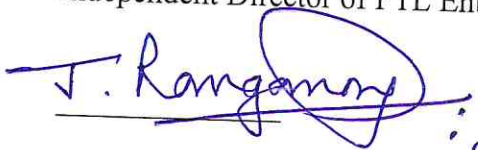


(Onkar Kanwar)
Chairman



Encl: a/a

I have read and agree to the above terms and conditions regarding my appointment as an Independent Director of PTL Enterprises Ltd.



Name of ID - Ranganayakulu Jagarlamudi
(DIN: 08153627)

Date: 31-07-2024.

Role and Functions

As an Independent Director, in compliance with applicable laws, you would be required to fulfil the following functions:

- 1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointment and standards of conduct;
- 2) bring an objective view in the evaluation of the performance of the Board and management;
- 3) scrutinise the performance of the management in meeting agreed goals and objectives and monitor the reporting of performance;
- 4) satisfy yourself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- 6) balance the conflicting interest of the stakeholders;
- 7) determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- 8) moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

Duties

As an Independent Director, you would also be required to fulfil the following duties as required under applicable laws:

- 1) undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the Company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- 3) strive to attend all meetings of the Board of Directors and of the Board Committee of which you are a member;
- 4) participate constructively and actively in the committees of the Board in which you are chairperson or member;
- 5) strive to attend the general meetings of the company;
- 6) where you have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that your concerns are recorded in the minutes of the Board meeting;

- 7) keep yourself well informed about the Company and the external environment in which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the Company;
- 10) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- 12) while acting within your authority, assist in protecting the legitimate interests of the Company, its shareholders and employees;
- 13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.